

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

MAURICE T. MOORE  
BRUCE BROMLEY  
WILLIAM B. MARSHALL  
RALPH L. McAFEE  
ROYALL VICTOR  
ALLEN H. MERRILL  
HENRY W. DE KOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS G. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN

JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

9-037A014

DATE FEB 06 1979

FEB 8 10:00

RECORDATION NO. 9947 Filed 1425

FEB 6 1979 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

COUNSEL  
ROSWELL L. GILPATRICK  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER

CARLYLE E. MAW  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON

4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530

33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 01-606-1421  
TELEX: 8814901

CABLE ADDRESSES  
CRAVATH, N.Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E.C. 2

February 6, 1979

Amendment Agreement dated as of February 1, 1979  
Amendment Equipment Trust Agreement  
Filed with the ICC under Recordation No. 9947

Dear Sir:

Herewith for recordation pursuant to 49 U.S.C. §11303(a) (formerly Section 20c of the Interstate Commerce Act), on behalf of American Rail Box Car Company, are counterparts of the Amendment Agreement dated as of February 1, 1979.

The parties to the enclosed agreement are:

Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza (P. O. Box 2258)  
Baltimore, Maryland 21203

American Rail Box Car Company  
300 South Wacker Drive  
Chicago, Illinois 60606

The Amendment Agreement amends an Equipment Trust Agreement dated as of November 1, 1978, among American Rail Box Car Company and Mercantile-Safe Deposit and Trust Company which was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 27, 1978, at 2:15 p.m., recordation No. 9947.

FEB 6 2 42 PM '79

RECEIVED

*E. E. Bryant*  
*C. J. [unclear]*

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

*Laurance V. Goodrich*  
Laurance V. Goodrich  
as agent for American  
Rail Box Car Company

H. G. Homme, Jr., Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

79A

BY HAND

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

2/6/79

OFFICE OF THE SECRETARY

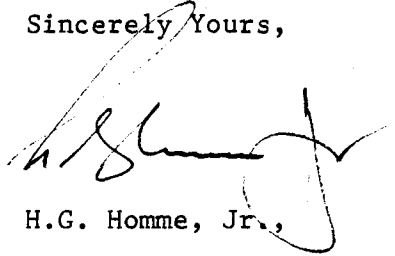
Laurence V. Goodrich  
Crowninshield, Swaine, & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on at ,  
and assigned recordation number(s) 2/6/79 2:45pm

9947-A

Sincerely Yours,

  
H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

RECORDATION NO. 9947 A Filed 1425

FEB 6 1979 -2 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of February 1, 1979, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Trustee"), and AMERICAN RAIL BOX CAR COMPANY, a Delaware corporation (the "Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of November 1, 1978 (the "Equipment Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 27, 1978, at 2:15 p.m., and assigned recordation number 9947; and

WHEREAS the parties hereto desire to amend the Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Equipment Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce

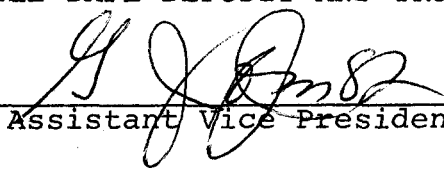
Commission pursuant to 49 U.S.C. § 11303.

4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.


MERCANTILE-SAFE DEPOSIT AND TRUST COMPAN

by

  
Assistant Vice President

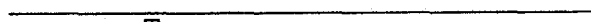
[Corporate Seal]

Attest:

  
Corporate Trust Officer


AMERICAN RAIL BOX CAR COMPANY,

by

  
Treasurer

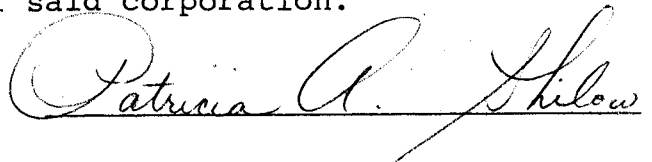
[Corporate Seal]

Attest:

  
Assistant Secretary

STATE OF MARYLAND       )  
                                  ) ss.:  
COUNTY OF BALTIMORE    )

On this 5<sup>th</sup> day of February 1979, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My Commission expires: 7-1-82

STATE OF ILLINOIS       )  
                                  ) ss.:  
COUNTY OF COOK        )

On this        day of February 1979, before me personally appeared       , to me personally known, who, being by me duly sworn, says that he is the Treasurer of AMERICAN RAIL BOX CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires:

# SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanic, Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	454	31400-31853	XM
50'6" 70-ton capacity, general service box car with 16' combination door	FMC Corporation	682	51135-51816	XM
50'6" 70-ton capacity, general service box car with 10' door	ACF Industries, Incorporated	200	32250-32449	XM
50'6" 70-ton capacity, general service box car with 10' door	PACCAR Inc	125	34118-34242	XM
		<hr/> 1,461		

AMENDMENT AGREEMENT dated as of  
February 1, 1979, between MERCANTILE-SAFE  
DEPOSIT AND TRUST COMPANY, a Maryland  
banking corporation (the "Trustee"), and  
AMERICAN RAIL BOX CAR COMPANY, a Delaware  
corporation (the "Company").

WHEREAS the Trustee and the Company have entered  
into an Equipment Trust Agreement dated as of November 1,  
1978 (the "Equipment Trust Agreement"), filed and recorded  
with the Interstate Commerce Commission pursuant to 49 U.S.C.  
§ 11303 on December 27, 1978, at 2:15 p.m., and assigned  
recordation number 9947; and

WHEREAS the parties hereto desire to amend the  
Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual  
agreements herein contained, the parties hereto agree as  
follows:

1. Schedule I to the Equipment Trust Agreement is  
hereby deleted and restated in its entirety as set forth in  
Schedule I attached hereto.

2. Except as amended hereby, the Equipment Trust  
Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment  
Agreement to be filed and recorded with the Interstate Commerce



Commission pursuant to 49 U.S.C. § 11303.

4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

AMERICAN RAIL BOX CAR COMPANY,

by

Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

[illegible]

On this                    day of February 1979, before me personally appeared                    , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires:

STATE OF ILLINOIS )  
 ) ss.:  
COUNTY OF COOK )

On this 5th day of February 1979, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of AMERICAN RAIL BOX CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret B. Golz

[Notarial Seal]

My Commission expires:

**My Commission Expires July 7, 1982**

# SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6". 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	454	31400-31853	XM
50'6" 70-ton capacity, general service box car with 16' combination door	FMC Corporation	682	51135-51816	XM
50'6" 70-ton capacity, general service box car with 10' door	ACF Industries, Incorporated	200	32250-32449	XM
50'6" 70-ton capacity, general service box car with 10' door	PACCAR Inc	125	34118-34242	XM
		<hr/> 1,461		